



# **CONSTITUTION & BYLAWS**

**1. NAME, LEGAL FORM, AND HEAD OFFICE:**

- 1.1. The name of the Society shall be the Sport North Federation and hereinafter referred to as the Federation.
- 1.2. The Head Office and banking institution of the Federation shall be located in Yellowknife, Northwest Territories (NWT), and may only be transferred to another location following a resolution passed at the Annual General Meeting. The operations of the society are to be chiefly carried on in Yellowknife, Northwest Territories (NWT).

**2. OBJECTIVES:**

The objectives of the Federation are:

- a) To ensure that the NWT sport system, at all levels, is participant centered;
- b) To provide quality volunteer and professional leadership in sport;
- c) To strive to ensure that the sport system in the NWT is value-based and the practice of sport is based on fair play and ethical standards;
- d) To ensure that opportunities in sport are equitable and accessible to all NWT residents;
- e) To strive to ensure that all aspects of the development of sport at the community, regional, and territorial levels in the NWT are in place and working together in partnership;
- f) To strive to ensure the long term financial stability for sport, a broad base of financial support and efficient and effective management of resources.

**3. CORPORATE SEAL:**

- 3.1. The Executive Director shall provide for the safe custody of the common seal of the Federation.

**4. NEUTRALITY AND NON-DISCRIMINATION:**

- 4.1. Discrimination of any kind against a private person or group of people on account of ethnic origin, gender, language, sexual orientation, religion, politics or any other reason is strictly prohibited and punishable by suspension or expulsion.

**5. PROMOTING FRIENDLY RELATIONS:**

- 5.1. All Members are obliged to observe the Federation Bylaws, policies, regulations, and principles of fair play, as well as the principles of loyalty, integrity, and sportsmanship.

- 5.2. The Federation shall provide the necessary institutional means to resolve any internal dispute that may arise between its Members.
- 5.3. Except as provided in the Northwest Territories Societies Act (“The Act”), the Sport North Board of Directors, hereinafter referred to as the Board, and shall have the authority to interpret any provision of these Bylaws which is unclear.

## **6. FISCAL YEAR:**

- 6.1. For the purpose of the Federation, the financial year shall be from the 1<sup>st</sup> day of April in one year to the 31<sup>st</sup> day of March in the following year.
- 6.2. The annual consolidated accounts of the Federation, as of March 31<sup>st</sup>, shall be presented to the membership at the Annual General Meeting.

## **7. CATEGORIES OF MEMBERSHIP:**

- 7.1. The Federation shall be composed of the following categories of Members:
  - a) Sport Members: Territorial Sports Organizations (TSOs) incorporated in the NWT, which are affiliated with their respective national bodies where such bodies exist, and recognized by the Government of the Northwest Territories as the governing body for a sport or activity and whose aims and objectives are directed at promotion and development of sport within the NWT.
  - b) Affiliate Members: recreational organizations and multi-sport umbrella organizations incorporated in the NWT who has sport and recreation as their prime objective.
  - c) Associate Members: individuals or private firms who support the objectives of the Federation.
  - d) Honorary Members: individuals who have provided outstanding service to the Federation or to sport and recreation in the NWT.

## **8. REQUEST AND PROCEDURE FOR APPLICATION:**

- 8.1. Any legal entity wishing to become a Member of the Federation shall apply in writing to the Board of Directors of the Federation.

- 8.2. Admission may be granted by the Board of Directors if the applicant fulfills the requirements of the Federation's *Sport Membership Policy* regarding the procedure for application.
- 8.3. The new Member shall acquire membership rights and duties as soon as it has been admitted. Its delegates are eligible to vote and be elected with immediate effect.

## **9. MEMBERS' RIGHTS:**

- 9.1. Only a Member in good standing may exercise Member rights as established in the Bylaws, policies, and regulations of the Federation.
- 9.2. To be in good standing a Member must be in compliance with the Bylaws, policies, and regulations of the Federation.
- 9.3. A Member of the Federation has the following rights:
  - a) To take part in all general meetings of the Federation, to know the agenda within the prescribed time, and to exercise voting rights in accordance with Article 19;
  - b) To submit proposals for inclusion on the agenda of all general meetings of the Federation;
  - c) To nominate candidates for the Board of Directors of the Federation;
  - d) To exercise all other rights arising from these Bylaws, policies, and regulations of the Federation.
- 9.4. The exercise of these rights is subject to other provisions in these Bylaws and the applicable Federation policies and regulations.

## **10. MEMBERS' OBLIGATIONS:**

- 10.1. A Member of the Federation has the following obligations:
  - a) To respect the regulations, directives, and decision of the Federation at all times and to ensure that these are respected by their own Members;
  - b) To ensure the election of its decision-making body;
  - c) To meet all of its financial obligations to the Federation;
  - d) Not to maintain any relations of a sporting nature with Members that have been suspended or expelled;
  - e) To observe the principles of loyalty, integrity, and sportsmanship as an expression of fair play in its Bylaws;
  - f) To comply fully with all other duties arising from the Bylaws and other Policies of the Federation.

10.2. Violation of the above-mentioned obligations by any Member may lead to sanctions provided for in these Bylaws or other Policies of the Federation.

## **11. FEES**

11.1. The fee for each category of membership shall be established by a majority (50% +1) of votes eligible to be cast at a general meeting of the Federation, for the upcoming membership year.

11.2. Membership fees shall be due and payable before each Annual General Meeting and, in the case of new Members, the fee shall be paid at the time of application for membership.

## **12. SUSPENSION AND REINSTATEMENT:**

12.1. The Membership is responsible for suspending a Member. No Member can be suspended without the support of 75% majority of the votes eligible to be cast at a general meeting.

12.2. Despite Article 12.1, the Board of Directors may suspend a Member that seriously or repeatedly violates its obligations as a Member with immediate effect. The suspension shall continue until set aside by the Board of Directors or a vote to be held at a general meeting of the membership.

12.3. The suspension shall be lifted once any requirement(s) imposed by the Membership or the Board of Directors has been fulfilled.

12.4. A suspended Member shall lose its Member rights. A disciplinary committee may impose further sanctions.

## **13. EXPULSION:**

13.1. The Membership at a general meeting may expel a Member if:

- a) It fails to fulfill its financial obligations to the Federation;
- b) It seriously or repeatedly violates the Bylaws, policies, or regulations of the Federation;

13.2. The presence of 75% of Members entitled to vote at a general meeting is necessary for an expulsion to be valid.

**14. RESIGNATION:**

14.1. Any Members may resign from the Federation by delivering its written resignation to the Executive Director.

**15. EXPULSIONS AND RESIGNATIONS:**

15.1. Membership is terminated by resignation or expulsion. Loss of membership does not relieve the Member from its financial obligations towards the Federation but results in a cancellation of all rights in relation to the Federation.

**16. MEETINGS:**

16.1. The Federation shall hold an Annual General Meeting each year as well as a Semi-Annual meeting, herein referred to as general meetings.

16.2. The general meetings of the Federation shall be held in each year at a place and date to be determined by the Board of Directors.

16.3. Notice of the Annual General Meeting will be given by email and by publication in a newspaper of general circulation, such notice to set forth the time, place and business to be transacted at the meeting.

16.4. All Members shall receive at least thirty (30) days notice of a general meeting and shall receive the following written materials: President's activity report, agenda, financial reports, reports from the auditor, and any other relevant materials no later than fifteen (15) days before the meeting.

16.5. The Executive Director shall prepare the agenda based on submissions from the Board of Directors and the Members. Any submission that a Member wishes to forward to the Annual General Meeting shall be sent to the Executive Director in writing, with a brief explanation, at least twenty-one (21) days before the date of the Annual General Meeting.

16.6. The business at the Annual General Meeting shall include:

- a) Call to Order
- b) Roll Call
- c) Approval of the Agenda
- d) Adoption of Minutes from the previous general meeting
- e) President's Address

- f) Executive Director's Report
- g) Finance Report
- h) Approval of the Financial Statements
- i) Approval of the Membership Fees (as per Article 11.1)
- j) Committee Reports
- k) Suspensions, Expulsions
- l) Amendments to Bylaws
- m) Election of Directors (as per Article 27 and 28)
- n) New Business
- o) Next Annual General Meeting
- p) Adjournment

16.7. At a general meeting of the Federation, Sport Members who hold a majority (50% +1) of the votes eligible to be cast must be represented to constitute a quorum.

**17. SPECIAL GENERAL MEETING:**

17.1. The Board of Directors may convene a Special General Meeting at any time.

17.2. The Board of Directors must convene a Special General Meeting if a majority (50% +1) of Sport Members of the Federation make such a request in writing. The request shall specify the issue for discussion for the agenda. A Special General Meeting shall be held within three months of receipt of the request.

17.3. At a Special General Meeting, Sport Members who hold a majority (50% +1) of the votes eligible to be cast must be represented to constitute a quorum.

17.4. Notice of a Special General Meeting will be given by email and by publication in a newspaper of general circulation, such notice to set forth the time, place and business to be transacted at the meeting.

17.5. Twenty-one (21) days notice shall be given of any Special General Meeting and the Board of Directors and all Members shall receive all relevant meeting materials no later than fifteen (15) days before the meeting.

17.6. When a Special General Meeting is convened on the initiative of the Board of Directors, it must draw up the agenda. When a Special General Meeting is convened upon the request of Members, the agenda must deal only with the issue raised by the Members.

17.7. The agenda of a Special General Meeting may not be altered.

**18. DECISIONS OF THE MEMBERSHIP:**

- 18.1. Unless otherwise stipulated in these Bylaws, a majority (50% + 1) of the votes eligible to be cast is sufficient for a vote to be valid.
- 18.2. A decision that requires a vote shall be reached by a show of hands.
- 18.3. A secret ballot or roll call will only be held if supported by 20% of the Members eligible to vote at the general meeting.

**19. VOTES AND DELEGATES:**

- 19.1. Associate and Honorary Members as well as Directors and Officers shall have a voice but no vote at all general meetings of the Federation.
- 19.2. The President of the Federation shall have a deciding vote, only at all general meetings of the Federation.
- 19.3. All Sport Members have two votes and all Affiliate Members have one vote at general meetings of the Federation.

**20. MINUTES:**

- 20.1. The Executive Director shall be responsible for recording the minutes of general meetings of the Federation.

**21. EFFECTIVE DATES OF DECISIONS:**

- 21.1. Decisions passed at general meetings of the Federation shall come into effect the day after the close of the meeting unless the Federation fixes another date for a decision to come into effect.

**22. BODIES:**

- 22.1. The Membership is the supreme authority of the Federation.
- 22.2. The Board of Directors is the governing body.
- 22.3. The Federation staff is the operational body.



**23. BOARD OF DIRECTORS:**

23.1. The business of the Federation shall be conducted by a Board of Directors, which shall be comprised of Officers and Directors.

23.2. There shall be three (3) Officers which have signing authority:

- a) President
- b) Vice President
- c) Chairperson of Finance

23.3. There shall be five (5) additional Directors.

23.4. The President shall be elected by the Annual General Meeting and the remaining Officers shall be chosen by the Board following the Annual General Meeting.

**24. PRESIDENT:**

24.1. The President represents the Federation legally.

24.2. The President is primarily responsible for:

- a) Ensuring the implementation of decisions of the Board of Directors through the Executive Director;
- b) Relations between the Federation, its Members, partners and other government bodies;
- c) The President shall be an ex-officio member of all committees.

24.3. The President shall preside over the Board and other Committees of which the President has been appointed Chair.

24.4. If the President is absent or unavailable, the Vice President will serve in the President's place.

24.5. The President, along with the Vice President, appoints the Chairs of the Board's Standing Committees.

24.6. In the event the President becomes indefinitely incapacitated and is unable to chair meetings of the Federation, the Vice President will act in the capacity as Chair and President until the next Annual General Meeting.

**25. CHAIRPERSON OF FINANCE:**

25.1. The Chairperson of Finance shall be accountable for the fiscal affairs of the Federation and shall have other such duties as prescribed.

**26. EXECUTIVE DIRECTOR:**

26.1. The Executive Director is the Chief Executive of the Federation.

26.2. The Executive Director shall be appointed by the Board of Directors.

26.3. The Executive Director shall be responsible for:

- a) Implementing decisions and policies on a day-to-day basis approved by the Federation;
- b) Managing and keeping the accounts of the Federation;
- c) Compiling the minutes of the general meetings of the Federation, meetings of the Board and of the Committees;
- d) Federation correspondence;
- e) Relations with Members, Committees and partners;
- f) Organizing and overseeing the staff of the Federation;
- g) The appointment and dismissal of staff.

26.4. The Executive Director shall be responsible for the corporate affairs of the Federation and shall have other such duties as assigned.

26.5. The Executive Director shall attend and participate in general meetings of the Federation and meetings of the Board of Directors.

26.6. The Executive Director shall have a voice but no vote at all general meetings of the Federation and meetings of the Board of Directors.

**27. PROCEDURE FOR ELECTION OF OFFICERS AND DIRECTORS:**

27.1. To be elected as an Officer or as a Director, a candidate must be a member of a TSO or Affiliate Member in good standing with the Federation. The candidate must also be in good standing with his or her TSO or Affiliate Member.

27.2. No paid employee of the Federation or its Members shall sit as a Director or Officer of the Board.

- 27.3. An Officer desirous of accepting nomination to a different office of the Federation shall first resign from his/her current position prior to the election process.
- 27.4. To be elected as an Officer or as a Director, a candidate must have received a majority of the eligible and valid votes cast at the Annual General Meeting.
- 27.5. Where two or more candidates are running for a single position, voting shall be by secret ballot.
- 27.6. For each of the available Director positions on the Board, that same number of individuals who receive the highest number of votes shall serve on the Board.
- 27.7. If more than three persons are contesting a position, the candidate receiving the least number of votes in any ballot is omitted from the next ballot.
- 27.8. Where there is a tie between two or more candidates with the least number of votes, the general meeting shall break the tie by ballot.

## **28. TENURE AND ELECTION:**

- 28.1. Officers and Directors shall be elected each for a two-year term in accordance with the following schedule:
- a) In odd-numbered years:
    - i. President
    - ii. Three (3) Directors at Large
  - b) In even-numbered-years:
    - i. Four (4) Directors at Large

## **29. MEETINGS OF THE BOARD OF DIRECTORS:**

- 29.1. The Board of Directors shall meet at least four (4) times a year.
- 29.2. The President shall convene meetings of the Board of Directors. If 25% of the Directors request a meeting, the President shall convene it within 21 days.
- 29.3. At all Board meetings a majority (50% +1) of Officers and Directors shall form a quorum.

- 29.4. The President shall compile the agenda of meetings of the Board of Directors. Each Officer and Director shall be entitled to propose items for inclusion in the agenda. Officers and Directors shall submit the items they wish to be included on the agenda to the Executive Director at least ten (10) days before the meeting. The agenda and all relevant material must be sent out to the Board at least seven (7) days before the meeting.
- 29.5. The meetings of the Board of Directors may be attended by a Member of the Federation or their respective Members. The Board may, however, invite third parties to attend. Third parties shall not have voting rights.
- 29.6. Meetings of the Board of Directors may be conducted by telephone conference call, or by other means of electronic communication. An Officer or Director participating in such a meeting shall be taken to be present at the meeting.

### **30. POWER OF THE BOARD OF DIRECTORS:**

- 30.1. The Powers of the Board of Directors are as follows:
- a) The Board of Directors is legally accountable for all decisions made by, and on behalf of the Federation;
  - b) Shall prepare and convene all general meetings of the Federation;
  - c) Shall select a Vice President and Chair of Finance from among its members;
  - d) Shall appoint and dismiss the Executive Director;
  - e) Shall appoint an independent auditor;
  - f) Shall approve regulations or policies that stipulate how the Federation shall be organized internally;
  - g) May decide to set up ad-hoc committees at any time;
  - h) Shall define and approve the terms of reference for the organization of Standing, Special, and Operational;
  - i) Shall approve the annual budget of the Federation;
  - j) May suspend or expel a Member of the Federation provisionally until the next Annual General Meeting;
  - k) May delegate tasks arising out of its area of authority to other bodies of the Federation or third parties;
  - l) May delegate to such Officers, Directors or Executive Director any or all of the foregoing powers to such extent and in such a manner as the Board may determine.
- 30.2. If the position of an Officer or Director becomes vacant during the individual's term, the Board may appoint a new Officer or Director in the individual's stead.

- 30.3. Those persons named or appointed to fill vacant positions on the Board of Directors shall serve until the Federation's next Annual General Meeting.
- 30.4. Contracts, documents or any instruments in writing requiring the signature of the Federation shall be signed by the Executive Director and the President or Vice President; all contracts, documents and instruments so signed shall be binding upon the Federation without any further authorization or formality.
- 30.5. The Federation may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 30.6. The Federation may borrow funds upon such terms and conditions as the Board may determine.
- 30.7. Any act of the Board of Directors, whether within the jurisdiction of the Board of Directors or not, which is sanctioned either expressly or implied at a subsequent Annual General Meeting of the Federation, shall be deemed to be an act of the Federation and may not afterwards be impeached by any Member of the Federation on any ground whatsoever.
- 30.8. Officers, Directors or Committee members shall not receive any remuneration for their services, but those attending any general, Board or committee meetings called in pursuance of these Bylaws shall be entitled to be paid out-of-pocket expenses from the funds of the Federation as the Directors may decide to be reasonable and as the funds of the Federation permit.

### **31. DECISIONS OF THE BOARD OF DIRECTORS:**

- 31.1. The Board of Directors shall reach decisions by a majority (50% + 1) of the Directors present. In the event of a tie vote, the President shall cast the deciding vote. Voting by proxy or by letter is not permitted.
- 31.2. Any Director must withdraw from the debate and from taking a decision if there is any risk or possibility of a conflict of interest.
- 31.3. The decisions rendered by the Board of Directors shall be recorded in the minutes.
- 31.4. The decisions taken by the Board of Directors shall come into effect immediately, unless the Board decides otherwise.

**32. INDEMNITY:**

32.1. Every Officer, Director or other servant of the Federation shall be indemnified by the Federation against all costs, losses and expenses incurred in or about the discharge of their respective duties, except such as happen from their own respective wilful neglects or defaults.

**33. VACANCIES:**

33.1. The position of Officer or Director shall be considered to be vacated if:

- a) the Officer or Director is absent from three (3) meetings of the Board of Directors without special leave or reason satisfactory to the Board;
- b) the Officer or Director be removed for misconduct for good and sufficient cause after provisional decision of the Board of Directors or by resolution at its Annual General Meeting;
- c) the Officer or Director be removed by resolution of the Federation in accordance with the impeachment procedures outlined in the Federation's regulations and policies.

**34. AUDITOR:**

34.1. The accounts of the Federation shall be audited annually by an external, independent licensed public accountant.

34.2. The auditor shall be appointed by the Board of Directors.

34.3. The Board shall ensure that all books and records of the Federation required to be kept by the Act, these Bylaws or any other statute or law are regularly and properly kept. The Board may from time to time specify a time and place at which Members may view the books and records of the Federation.

**35. AMENDMENTS TO THE BYLAWS:**

35.1. Voting Members and Members of the Board of Directors may propose changes to the Bylaws which shall only be amended at an Annual General Meeting or a Special General Meeting called for that purpose and provided that notice and all proposed amendments have been delivered to the Executive Director at least thirty-five (35) days before the meeting. The Executive Director shall forward a copy of the proposed amendments to the Members at least thirty (30) before the date of the meeting.

35.2. Adoption of any proposed Bylaw amendment shall require a two-thirds (66%) majority of the votes eligible to be cast by the delegates present.

35.3. These Bylaws are ratified by an Extraordinary Resolution of the Members of the Federation entitled to vote at a meeting duly called and held on May 23, 2015.

35.4. In ratifying these Bylaws, the Members of the Federation repeal all prior Bylaws of the Federation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

35.5. These Bylaws are hereby enacted and shall come into force upon their acceptance by the Registrar of Societies of the NWT and at the commencement of the 2013 Annual General Meeting.

**36. RULES OF ORDER:**

36.1. All meetings of the Federation shall be conducted with *Robert's Rules of Order* insofar as they may apply.

**37. UNFORSEEN CONTINGENCIES AND FORCE MAJEURE:**

37.1. The Board of Directors shall have the final decision on any matters not provided for in these Bylaws or in cases of force majeure.

**38. DISSOLUTION:**

38.1. Any decision relating to the dissolution of the Federation requires a two-thirds (66%) majority of all Members of the Federation, which must be obtained at an Annual General Meeting or Special General Meeting specifically convened for this purpose.

38.2. Upon dissolution of the Federation, any funds or assets remaining after paying all debts shall be distributed to one or more not-for-profit organization(s) incorporated under the *Northwest Territories Societies Act* which has objectives consistent with those of the Federation, as determined by the Board of Directors.